

**AMENDMENT No. 2 TO  
WIRELESS INTERCONNECTION/COMPENSATION AGREEMENT  
BETWEEN CONSOLIDATED TELCOM ("CONSOLIDATED") AND  
CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS**

This Amendment No. 2 (the "Amendment") to the existing Wireless Interconnection/Compensation Agreement between Consolidated Telcom ("Consolidated") and Cellco Partnership d/b/a Verizon Wireless ("VZW") that was effective January 1, 2002 (the "Interconnection Agreement") is made and entered into as of November 1, 2004 between Consolidated and VZW.

WHEREAS, Consolidated and VZW (hereinafter individually referred to as a Party or collectively referred to as the "Parties") desire to amend the existing Interconnection Agreement; and

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Section 4.1 of the existing Interconnection Agreement shall be replaced in its entirety with the following:

4.1 Interconnection at Dickinson: A two-way direct trunk group is provisioned between Consolidated's Dickinson Host Office Switch (DCSNNDXADS1) and VZW's point of presence in the Dickinson exchange, with the point of interconnection designated at Consolidated's Dickinson Host Office Switch. This trunk group is provisioned in connection with VZW's NPA/NXX of 701/440, rate centered at the Bowman exchange and VZW's NPA/NXX of 701/928, rate centered in the Hettinger exchange. Consolidated's Bowman and Hettinger exchanges are remotes served by Consolidated's Dickinson Host Office Switch. Applicable tariff charges for establishing and provisioning these trunk groups are billed by Consolidated to VZW according to Section 5.4 below.

A. Landline-to-Wireless:

Local Service Area calls from Consolidated to VZW's customers shall be routed from Consolidated's Dickinson Host Office Switch to VZW via the two-way direct trunk group.

B. Wireless-to-Landline:

Local Service Area calls originated by VZW's customers within MTA No. 12 (Minneapolis-St. Paul) or customers of another CMRS provider that

has entered into roaming arrangement with VZW, while roaming in MTA No. 12, to Consolidated customers in the Dickinson exchange and Consolidated's remote exchanges that are hosted by Dickinson Host Office Switch shall be routed from VZW's network via the two-way direct trunk group to Consolidated's Dickinson Host Office Switch for termination by Consolidated to its customers, as appropriate.

2. The following language is inserted as new Section 7.7 of the existing Interconnection Agreement:

7.7 SS7 Out of Band Signaling (CCS/SS7) shall be the signaling of choice for interconnection trunks, where it is technically feasible for both Parties. Use of a third party provider of SS7 trunks, for connecting VZW to the Consolidated SS7 systems is permitted. Such connections shall meet generally accepted industry technical standards. Any monthly recurring charges for SS7 connectivity billed by Consolidated to VZW shall be shared by the Parties according to the Traffic Factor in Section 5.4 above. VZW is responsible for all nonrecurring charges for SS7 connectivity.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

Cellco Partnership d/b/a Verizon Wireless	Consolidated Telecom
Badlands Cellular of North Dakota Limited Partnership d/b/a Verizon Wireless By CommNet Cellular Inc., Its Managing Agent	By: <u>Paul Schaefer</u>
Bismarck MSA Limited Partnership d/b/a Verizon Wireless By Cellular Inc. Network Corporation, Its General Partner	Printed: <u>Paul Schaefer</u>
North Central RSA 2 of North Dakota L.P. d/b/a Verizon Wireless By CommNet Cellular Inc., Its Managing Agent	Title: <u>CEO</u>
North Dakota RSA No. 3 Limited Partnership d/b/a Verizon Wireless By AirTouch North Dakota, LLC, Its General Partner	Date: <u>12/20/04</u>
North Dakota 5-Kidder Limited Partnership d/b/a Verizon Wireless By CommNet Cellular Inc., Its Managing Agent	
Northwest Dakota Cellular of North Dakota L.P. d/b/a Verizon Wireless By CommNet Cellular Inc., Its Managing Agent	
Verizon Wireless (VAW) LLC d/b/a Verizon Wireless	
By: <u>HHB</u>	
Printed: <u>Howard H. Bower</u>	
Title: <u>Area Vice President Network - Midwest Area</u>	
Date: <u>12/16/04</u>	